

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

---

**UNITED STATES SECURITIES AND  
EXCHANGE COMMISSION**

**Plaintiff,**

**vs.**

**TESLA, INC.,**

**Defendant.**

---

:  
:  
:  
:  
:  
:  
: **No. 1:18-cv-8947-AJN-GWG**  
: **[rel. 1:18-cv-8865]**  
:  
:  
:  
:  
:  
:

**CONSENT OF DEFENDANT TESLA, INC.**

1. On September 29, 2018, Defendant Tesla, Inc. (“Defendant” or “Company”) consented to the entry of a Final Judgment in this matter (the “September 2018 Consent”). Dkt. No. 14, at 3-10. The Court entered the Final Judgment as to Defendant on October 16, 2018 (the “Final Judgment”). *Id.* at 11-16.

2. Defendant hereby consents to the entry of an Order Amending the Final Judgment in the form attached hereto (the “Order”) to replace and supersede subpart (d) of paragraph IV of the Final Judgment with the following:

implement mandatory procedures and controls (i) providing oversight of all of Elon Musk’s communications regarding the Company made in any format, including, but not limited to, posts on social media (*e.g.*, Twitter), the Company’s website (*e.g.*, the Company’s blog), press releases, and investor calls; and (ii) requiring pre-approval by Securities Counsel of any written communication that contains information regarding any of the following topics:

- the Company’s financial condition, statements, or results, including earnings or guidance;
- potential or proposed mergers, acquisitions, dispositions, tender offers, or joint ventures;
- production numbers or sales or delivery numbers (whether actual, forecasted, or projected) that have not been previously published via pre-approved written communications issued by the Company (“Official Company Guidance”) or deviate from previously published Official Company Guidance;

- new or proposed business lines that are unrelated to then-existing business lines (presently includes vehicles, transportation, and sustainable energy products);
- projection, forecast, or estimate numbers regarding the Company's business that have not been previously published in Official Company Guidance or deviate from previously published Official Company Guidance;
- events regarding the Company's securities (including Musk's acquisition or disposition of the Company's securities), credit facilities, or financing or lending arrangements;
- nonpublic legal or regulatory findings or decisions;
- any event requiring the filing of a Form 8-K by the Company with the Securities and Exchange Commission, including:
  - a change in control; or
  - a change in the Company's directors; any principal executive officer, president, principal financial officer, principal accounting officer, principal operating officer, or any person performing similar functions, or any named executive officer; or
- such other topics as the Company or the majority of the independent members of its Board of Directors may request, if it or they believe pre-approval of communications regarding such additional topics would protect the interests of the Company's shareholders; and

3. Defendant enters into this Consent voluntarily and represents that no threats, offers, promises, or inducements of any kind have been made by the Securities and Exchange Commission (the "Commission") or any member, officer, employee, agent, or representative of the Commission to induce Defendant to enter into this Consent.

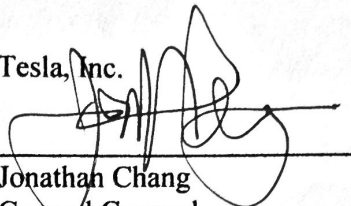
4. Defendant agrees that this Consent shall be incorporated into the Order with the same force and effect as if fully set forth therein.

5. Defendant agrees that the Commission may present the Order to the Court for signature and entry without further notice.

6. Defendant agrees that all other provisions of the September 2018 Consent and the Final Judgment shall remain in effect.

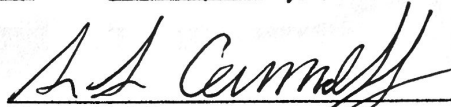
7. Defendant agrees that this Court shall retain jurisdiction over this matter for the purpose of enforcing the terms of the Final Judgment and the Order.

Dated: April 26, 2019

Tesla, Inc.  
By:   
Jonathan Chang  
General Counsel  
Tesla, Inc.

On 04, 26, 2019, Jonathan Chang, a person known to me, personally appeared before me and acknowledged executing the foregoing Consent with full authority to do so on behalf of Tesla, Inc. as its General Counsel.



  
Notary Public  
Commission expires: 04/28/2022